

VAZIRANI PRAVIN A
Form 4
August 17, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
VAZIRANI PRAVIN A

2. Issuer Name and Ticker or Trading Symbol
Carbonite Inc [CARB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/16/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O MENLO VENTURES, 3000 SAND HILL ROAD, BUILDING 4, SUITE 100

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	08/16/2011		C		5,728,050	A	Ⓛ 5,744,570	Menlo Ventures X, L.P. (2)
Common Stock	08/16/2011		C		100,245	A	Ⓛ 100,535	MMEF X, L.P. (3)
Common Stock	08/16/2011		C		48,690	A	Ⓛ 48,830	Menlo Entrepreneurs Fund X, L.P. (4)
Common	08/16/2011		P		779,728	A	\$ 10 6,524,298	Menlo

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Stock									Ventures X, L.P. ⁽²⁾
Common Stock	08/16/2011		P	13,644	A	\$ 10	114,179	I ⁽³⁾	MMEF X, L.P. ⁽³⁾
Common Stock	08/16/2011		P	6,628	A	\$ 10	55,458	I ⁽⁴⁾	Menlo Entrepreneurs Fund X, L.P. ⁽⁴⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Series A-1 Preferred Stock	<u>(1)</u>	08/16/2011		C	105,957	<u>(1)</u> <u>(1)</u>	Common Stock 317
Series A-1 Preferred Stock	<u>(1)</u>	08/16/2011		C	1,854	<u>(1)</u> <u>(1)</u>	Common Stock 5,
Series A-1 Preferred Stock	<u>(1)</u>	08/16/2011		C	901	<u>(1)</u> <u>(1)</u>	Common Stock 2,
Series A-2 Preferred Stock	<u>(1)</u>	08/16/2011		C	282,061	<u>(1)</u> <u>(1)</u>	Common Stock 846
Series A-2 Preferred Stock	<u>(1)</u>	08/16/2011		C	4,937	<u>(1)</u> <u>(1)</u>	Common Stock 14,

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Series A-2 Preferred Stock	<u>(1)</u>	08/16/2011	C	2,397	<u>(1)</u>	<u>(1)</u>	Common Stock	7,
Series B Preferred Stock	<u>(1)</u>	08/16/2011	C	958,842	<u>(1)</u>	<u>(1)</u>	Common Stock	2,87
Series B Preferred Stock	<u>(1)</u>	08/16/2011	C	16,781	<u>(1)</u>	<u>(1)</u>	Common Stock	50,
Series B Preferred Stock	<u>(1)</u>	08/16/2011	C	8,150	<u>(1)</u>	<u>(1)</u>	Common Stock	24,
Series B-2 Preferred Stock	<u>(1)</u>	08/16/2011	C	79,062	<u>(1)</u>	<u>(1)</u>	Common Stock	237
Series B-2 Preferred Stock	<u>(1)</u>	08/16/2011	C	1,384	<u>(1)</u>	<u>(1)</u>	Common Stock	4,
Series B-2 Preferred Stock	<u>(1)</u>	08/16/2011	C	672	<u>(1)</u>	<u>(1)</u>	Common Stock	2,
Series C Preferred Stock	<u>(1)</u>	08/16/2011	C	360,691	<u>(1)</u>	<u>(1)</u>	Common Stock	1,08
Series C Preferred Stock	<u>(1)</u>	08/16/2011	C	6,312	<u>(1)</u>	<u>(1)</u>	Common Stock	18,
Series C Preferred Stock	<u>(1)</u>	08/16/2011	C	3,066	<u>(1)</u>	<u>(1)</u>	Common Stock	9,
Series D Preferred Stock	<u>(1)</u>	08/16/2011	C	122,737	<u>(1)</u>	<u>(1)</u>	Common Stock	368
Series D Preferred Stock	<u>(1)</u>	08/16/2011	C	2,147	<u>(1)</u>	<u>(1)</u>	Common Stock	6,
Series D Preferred Stock	<u>(1)</u>	08/16/2011	C	1,044	<u>(1)</u>	<u>(1)</u>	Common Stock	3,

Stock Option (right to buy)	\$ 10	08/16/2011	A	7,500	(5)	07/12/2021	Common Stock	7,
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VAZIRANI PRAVIN A C/O MENLO VENTURES, 3000 SAND HILL ROAD BUILDING 4, SUITE 100 MENLO PARK, CA 94025	X	X		

Signatures

/s/ Danielle Sheer, by power of attorney
08/17/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Each share of the Issuer's Preferred Stock converted into Common Stock on a 1:3 basis upon the closing of the Issuer's initial public offering and had no expiration date.

- (2) These shares are owned directly by Menlo Ventures X, L.P. whose sole general partner is MV Management X, L.L.C. ("MVM-X"), of which Pravin A. Vazirani is a managing member. The reporting person disclaims beneficial ownership of these securities, except to the extent of his proportionate pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose. Pravin A. Vazirani is a director of the Issuer.

- (3) These shares are owned directly by MMEF X, L.P. whose sole general partner is MVM-X, of which Pravin A. Vazirani is a managing member. The reporting person disclaims beneficial ownership of these securities, except to the extent of his proportionate pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose. Pravin A. Vazirani is a director of the Issuer.

- (4) These shares are owned directly by Menlo Entrepreneurs Fund X, L.P. whose sole general partner is MVM-X, of which Pravin A. Vazirani is a managing member. The reporting person disclaims beneficial ownership of these securities, except to the extent of his proportionate pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose. Pravin A. Vazirani is a director of the Issuer.

- (5) This option becomes exercisable in 12 equal quarterly installments beginning on October 12, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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